

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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INDEX NO. 07 CV 9416 (RJS)  
: ECF CASE  
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**DECLARATION OF JOSHUA S. SOHN,  
ESQ. IN SUPPORT OF MAXIM GROUP  
LLC, CHARDAN CAPITAL MARKETS,  
AND WR HAMBRECHT + CO., LLC'S  
MOTION TO DISMISS THE  
CONSOLIDATED AMENDED CLASS  
ACTION COMPLAINT**  
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JOSHUA S. SOHN, ESQ. declares pursuant to 28 U.S.C. § 1746 as follows:

1. I am a member of the Bar of this Court and a member of DLA Piper US LLP, counsel for Defendants Maxim Group LLC, Chardan Capital Markets, and WR Hambrecht + Co., LLC (the "Underwriters"). I submit this declaration in support of the Underwriters' motion to dismiss.

2. Attached as Exhibit A is a true and correct copy of the consolidated amended class action complaint in this case.

3. Attached as Exhibit B is a true and correct copy of Fuwei's historical stock price chart, which is publicly available at:

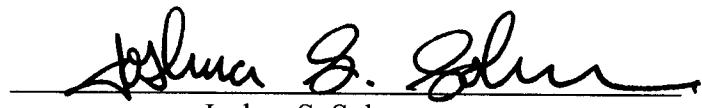
<http://finance.yahoo.com/q/hp?s=FFHL&a=11&b=19&c=2006&d=02&e=20&f=2008&g=d&z=66&y=0>.

4. Attached as Exhibit C is a true and correct copy of Fuwei Films (Holdings) Co., Ltd.'s, ("Fuwei"), Form 6-K, Report of Foreign Private Issuer, Exhibit 99.1, filed June 26, 2007.

5. Attached hereto as Exhibit D is a true and correct copy of Fuwei's Form 20-F, Annual Report, filed April 14, 2008.

I declare under the penalty of perjury under the laws of the United States that the foregoing is true and correct.

Dated: New York, New York  
May 14, 2008

  
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Joshua S. Sohn